

**GEORGIA ASSOCIATION OF PROMOTIONAL PRODUCT PROFESSIONALS, INC.**  
**AMENDED AND RESTATED BYLAWS**  
**Revision date 3/8/19**

These Amended and Restated Bylaws (referred to as the “Bylaws”) govern the affairs of the Georgia Association of Promotional Product Professionals, Inc. (referred to as the “Association” or the “Corporation”), a nonprofit corporation (referred to as the “Corporation”) organized under the Georgia Nonprofit Corporation Code (referred to as the “Act”).

**ARTICLE I**  
***NAME, PRINCIPAL OFFICE AND PURPOSE***

**Section 1. Name.**

The name of this non-profit association shall be the Georgia Association of Promotional Product Professionals, Inc., unless and until changed as allowed by the Act.

**Section 2. Principal Office.**

The Board of Directors (the “Board”) of the Association shall be determined the location of the principal office of the Association. The Association may have such other offices, either in the State of Georgia or elsewhere, as the Board may determine. The Board may change the location of any office of the Association. The Association shall comply with any requirements of the Act to maintain a registered office and registered agent in the State of Georgia. The registered office may, but need not, be identical with the Association’s principal office. The Board may change the registered office and the registered agent as provided in the Act.

**Section 3. Purpose.**

The Association is organized for the purpose of performing one or more activities within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”). Specifically, the Association’s purposes are as stated in the Association’s Articles of Incorporation, as may be amended from time to time, on file with the Georgia Secretary of State, which purposes include, but are not limited to the following:

1. The purpose of GAPPP is to advance the profession of the Promotional Products Industry (the “Profession”); and
2. To do anything necessary and proper for the accomplishment of the objectives herein set forth or which shall be recognized as proper and lawful objectives of associations organized pursuant to Section 501(c)(6) of the Code, all of which shall be consistent with the public interest, as well as in the interest of this industry and trade.

## **ARTICLE II** **MEMBERSHIP**

### **Section 1. Definitions and Classifications.**

The membership is to be comprised of the following classes of members:

**Supplier Member:** A supplier is a company that manufactures, converts, warehouses or decorates promotional products for sales to promotional products distributors or to a firm maintaining a division or affiliate devoted to reselling promotional products.

**Distributor Member:** A distributor is a company (or a company that maintains a division, department, or affiliate) whose primary business includes developing ideas for the use of promotional products, buying such products from suppliers and reselling them to end buyers.

**Supplier Representative Member:** An independent company, contracted by one or more suppliers to market their products and services to distributors.

**Business Services Member:** A company that sells services, information, or products (other than promotional products) that support the normal conduct of business.

### **Section 2. Eligibility.**

An email address is required for membership and it is the responsibility of the member to keep the Association aware of changes. Other member contact information may be required as determined by the Association's Board.

To qualify for membership as a distributor, supplier, or supplier representative member, an applicant must fulfill the following criteria:

1. Be a member in good standing of Promotional Products Association International ("PPAI"), a nonprofit corporation organized under the laws of the District of Columbia and having its principal offices in Irving, Texas, or
2. Be a current subscriber to ASI or SAGE/Quick Technologies, Inc., Distributer Central or any other relevant industry search site or
3. Be sponsored by at least five (5) members of the Association or PPAI. Sponsorship must be in writing and accompany application for membership or
4. Provide a list of five (5) promotional products (PPAI or ASI) companies that the applicant is doing business with or representing, and
5. Must have a physical presence within the United States or its possessions, Canada or Mexico.

In the event an applicant cannot achieve these qualifications, an interview with the Association's Board may qualify a company for membership.

Business Services membership, an applicant must fulfill each of the following criteria:

1. Provide products and services (other than promotional products) that are used in or support the normal conduct of business, and
2. Provide references from five (5) promotional products companies that are members in good standing of the Association or a recognized regional or international association, who verify that the applying firm provides products or services to the companies in the promotional products industry.

Membership in any class of membership may be denied by the Association's Board or its designee, such as the Executive Director, if it is the determination and findings that a potential member is detrimental to the interests of the Association. The decision of the Board or its designee to admit or deny membership in the Association shall be conclusive, final and binding, except as provided in these Bylaws and unless the Board determines otherwise. The dues and qualifications for each member class and the benefits to be received by each class shall be determined in the sole discretion of the Board or its designee. Each member agrees to abide and be governed by these Bylaws, as may be amended, with respect to the corporate governance and operations of the Association.

### **Section 3. Application.**

Companies seeking admission as a member in the Association are required to apply for membership on forms developed by the Association for such purposes.

### **Section 4. Admittance.**

Distributors, Suppliers, Supplier Representatives, and Business Service companies who meet the eligibility requirements and have applied, will have that application reviewed by the Executive Director. Membership is in effect once the Executive Director or other designated Association representative confirms eligibility and all applicable dues are paid.

### **Section 5. Representation.**

Each member company must designate in writing the name and title of its representative and alternate representative, if any, who shall be entitled to act officially on behalf of the member company in all matters presented to the association. Other associates may serve on the Board of Directors or committees, attend meetings and take part in Association discussions.

If such relationship between the representative and the company member ceases, the official member relationship with the designated representative and the Association ceases simultaneously. A company member may change its representative at will, or appoint a temporary substitute by written notice to the Executive Director. Each designated representative shall act on behalf of only one company member. Each member company shall have one vote in all matters presented to the members by the Association.

Membership is not transferable or assignable. Each membership terminates on the dissolution of this Association and as otherwise provided herein. Membership is not a property right that may be transferred. In the event that the business of any member firm or corporation shall be sold, consolidated or the control thereof passed to any new firm or corporation, this Association shall be immediately notified.

#### **Section 6. Withdrawal/Resignation/Expulsion.**

Membership in the Association shall terminate when a member is no longer engaged in business in the promotional products industry, when a member sends a written notice of resignation to the Executive Director, when a member is expelled for failure to pay dues or other charges owed the Association or otherwise abide by these Bylaws, as determined by the Association. The Board may establish reasonable procedures deemed appropriate or necessary to ensure appropriate due process when expulsion or other charge is under consideration for violation of the Bylaws or rules and regulations of the Association.

When a membership is terminated for any reason, all rights of said member with respect to the Association and property of the Association shall cease immediately. Said member shall remain obligated to pay any debts owed to the Association at the termination of membership. Any dues paid shall be forfeited and deemed non-refundable.

#### **Section 7. Appeal.**

Appeals for denial of membership may be referred to the Executive Committee of the Association for review and determination.

#### **Section 8. Obligation to Follow Rules.**

All rules listed in these Bylaws, any Policy and Procedures Manual, stated rules for events and tradeshows must be followed. Failure to do so may result in expulsion or fines. Moreover, the Association and all its members recognize the vital importance of vigorous competition between members of the Association, as well as between others in the industry. This Association and its members shall not engage in any activities prohibited by law, and in this regard, nothing in these Bylaws shall be construed or applied to in any way unreasonably restrict or impair the sound and healthy competition between competitors required by applicable antitrust laws. The Association deems these laws necessary for the preservation of the free enterprise system which benefits the society in which the Association and its members exist.

#### **Section 9. Dues/Financial Obligation.**

Dues shall be payable annually, starting in January. Dues and other fees may be increased/decreased by the Board. Dues and other fees are non-refundable.

Members who fail to pay dues or other financial obligations within thirty (30) days after the due date, shall be notified by the Association. If payment is not made within the next

succeeding thirty (30) days, they shall be reported to the Board as in arrears and if so ordered, shall be dropped from the rolls, and thereupon forfeit all rights and privileges of membership.

### **ARTICLE III** ***MEMBERSHIP MEETINGS***

#### **Section 1. Annual.**

The Annual Membership Meeting will be held once each year as determined by the Board. At the annual meeting, the president of the Association shall preside, or if the president is unable or unwilling to preside, the vice president will preside, and the members shall transact any business that shall come before or be presented to the members at the meeting by the Board.

#### **Section 2. Regular Meetings.**

Membership meetings shall be held at a time and place designated by the Board and may coincide with any meeting of the Board. A quorum of members shall be established by the number of company principals in attendance, based on the current membership roster.

A special meeting of the members may only be called by the president, the Board, or members constituting not less than twenty percent (20%) of the total voting membership of the Association. Notice of any special meeting shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. Notice of the date, time and place of each special meeting of the members of the Association shall be mailed, faxed, or emailed by the Executive Director or his or her designee to each member entitled to such notice not more than twenty (20) days before the annual meeting, nor later than ten (10) days before any special meeting. A quorum of members at any special meeting shall be established by the number of company principals in attendance, based on the current membership roster.

#### **Section 4. Order of Business.**

Robert's Rules of Order shall be followed at all meetings as far as they are consistent with the Bylaws of the Association. For guidance and not as a mandate, the order of business at the Annual Meeting of the members is generally as follows:

- a. Call to Order.
- b. Roll Call.
- c. President's Report.
- d. Treasurer's Report.
- e. Old Business.
- f. New Business.
- g. Adjournment.

**Section 5. Notice.**

Written or printed notice of the annual meeting of the members shall be delivered by the Executive Director or his or her designee to each member entitled to vote at the meeting not more than sixty (60) days before the date of the meeting, nor less than ten (10) days before the meeting. Notice of any meetings may be delivered in person, in writing, by e-mail, or other reasonable means allowed by law. All members consent to the receipt of notices by email to the address provided by each member for this purpose. The notice shall state the place, date and time of the meeting and may include the general purpose or purposes for which the meeting is called.

**ARTICLE IV  
NOMINATIONS**

**Section 1. Nominating Committee.**

The Nominating Committee Shall be Chaired by the Past President plus two additional committee members approved by the Board. This committee shall report to the Association, its nominations for Directors and Officers. The Nominating Committee shall make a reasonable attempt at keeping a balance of qualified Suppliers/Multi-Line Representatives and Distributors on the Board.

**Section 2. Nominations from the Floor.**

Any member may submit, in writing, with prior approval from the nominee a nomination for Director.

**Section 3. Election.**

The election shall be by ballot, containing the names of all nominees. If the voter marks more names than there are persons to be elected to an office, or if for any reason it is not possible to determine the voter's choice, the ballot shall not be counted for such office. Ballots will be distributed by mail or email to each member entitled to vote. Deadline for the return of all ballots to the Association office, or email address, shall be determined by the Board. The Nominating Committee Chairperson or designee shall have charge of the printing, distribution, and collection of the ballots. All ballots will be counted by the Nominating Committee, and the results of the election will be announced by the Nominating Committee Chairperson or their designee.

**ARTICLE V  
BOARD OF DIRECTORS**

**Section 1. Duties.**

The Board shall manage the affairs of the Association. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Association. Ordinary care is care

that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Association or another person that were prepared or presented by a variety of persons, including officers and employees of the Association, professional advisors or experts such as accountants or attorneys. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

The Board shall adopt such policies, rules and regulations for the conduct of the Association and for the conduct of the Board as it shall determine are in the best interests of the Association. Except as otherwise provided in these Bylaws, and unless the Board delegates any such authority to other representatives of the Association (such as the Executive Director or other agent), the Board shall have authority to engage and discharge employees and agents of the Association, fix salaries, admit, suspend or expel members, and to take any other actions necessary to conduct the business of the Association in accordance with the Bylaws. The Board shall be responsible for electing four (4) officers who will serve for the term of their office as established in the Bylaws. Directors may serve as Board Liaisons to committees or work groups as requested by the President or Chair of the Board.

## **Section 2. Composition.**

The Board will consist of no less than seven directors (7) including the four (4) Officers and the Immediate Past President. The Executive Director will serve as a non-voting ex officio member of the Board. Each member company may have only one representative serve on the Board of Directors at any time. The Association expects that the Board will consist of a variation of Distributor and Supplier members, as determined by the Board.

## **Section 3. Nominations.**

A Nominating Committee Shall be Chaired by the Past President plus two additional members approved by the Board. The Nominating Committee shall select the slate of directors and present the slate for election by the membership with the election process completed by September 1, or otherwise within a reasonable time thereafter. If a particular slate of directors is not approved by the members, the Board may approve the slate by a vote of at least eighty percent (80%) of the directors then in office, or the Board may present the initial slate or another slate of director candidates for reconsideration or approval by the members.

## **Section 4. Terms.**

Directors shall be elected for a term of three (3) years and otherwise until their successors are duly qualified and elected. Terms begin on the first day of January of the year following the year in which they were elected. Directors may serve two (2) consecutive terms. A director having served two (2) consecutive three year terms shall not be eligible for re-election until after the expiration of a period of one year. A director may be elected to succeed himself or herself in the same director position, subject to term limits. A member is not eligible to be elected to a term if they are not eligible to serve the entire three-year term.

If a director leaves the employ of a member firm and is not re-employed within sixty (60) days in a qualifying member company, his or her directorship shall automatically terminate. If a director is in the employ of a member who ceases to be a member in good standing, his or her directorship shall automatically terminate. In the event of death, resignation, incapacity or disqualification of an elected director, the Executive Committee shall appoint a replacement to fill the unexpired term. Notwithstanding the forgoing, in the case of a vacancy in the office of President, the Vice-President/President Elect will fill the office of President until the next scheduled elections or appointments. Vacancies reducing the number of directors to less than three (3) shall be filled before the transaction of any other business.

Any Board member who misses three (3) Board meetings during a calendar year, unless excused by the President, may, upon action by the Board, be considered to have resigned from the Board.

#### **Section 5. Assumption of Duties.**

The newly elected officers and directors shall assume their official duties on January 1st of the year following the year in which they were elected.

#### **Section 6. Compensation.**

Directors shall not receive any stated compensation for their services as directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

#### **Section 7. Meetings.**

The Board shall hold as many meetings as it deems necessary with a minimum of four (4) meetings each year. A Board meeting may be called by the President or by a majority of the members of the Board as deemed necessary. The Executive Director will be responsible for giving reminder notices of meetings to all directors at least five (5) days in advance of the meeting. Meetings will be held in accordance with these Bylaws and any Policy and Procedures Manual adopted for this purpose.

#### **Section 8. Attendance.**

It is important that members of the Board attend all meetings. Any member of the Board who is unable to attend a meeting should contact the President or Executive Director at least 48 hours before the meeting (or otherwise as soon as possible) and provide a reason for the absence. If an Officer or Director is absent for three (3) meetings without reasonable excuse, the director may be removed for cause at the discretion of the Board. The provisions of this section are for regularly scheduled meetings only and shall not apply to meetings called with less than fifteen (15) days' notice.

Unless otherwise determined at a particular meeting, meetings of the Board will be open to members of the Board, appropriate staff, legal counsel, and individuals who have been invited or have permission from the President or the Vice President, subject to dissent by the Board.

**Section 9. Resignation/Removal/Vacancies.**

A board member may resign at any time by delivering written notice to the President or Secretary, giving the effective date of the resignation. Any director may be removed, with or without cause, by a majority vote of the Board.

If a vacancy occurs for any reason among the officers, other than the President, the unexpired term of such office shall be filled by appointment by the President with approval by the Board. If the President's position becomes vacant, the current Vice President shall assume the position of President.

**Section 10. Voting.**

The Board shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board unless the act of a greater number is required by law or the Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board. Proxy voting is permitted, if providing in writing and presented to the President prior to the meeting.

**Section 11. Quorum.**

A majority of the voting Board shall constitute a quorum for transaction of business. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

**Section 12. Committees.**

The Board may designate and appoint ad hoc committees or work groups as needed. These committees and work groups will report and make recommendations to the Board without having authority to pass resolutions. The Board may disband the ad hoc committees and work groups as appropriate. Committee chairs will be appointed by the President and/or the Vice President. The term of the committee chairs are one year or until a successor is appointed. If the Board delegates any of its authority to a committee, a majority of the committee shall be Board members.

**Section 13. RAC Delegate.**

The RAC (Regional Association Council) Delegate shall be appointed by the President, ratified by the Board and serves as a member of the Board. The RAC Delegate must have served at least one (1) year on the Board and have attended at least one Leadership Development Workshop (LDW). The term of the RAC Delegate shall be for a two-year and otherwise until his or her successor is duly appointed and qualified.

**Section 14 Delegation of Duties.**

The Board may select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Association; and to sell, transfer, or otherwise dispose of the Association's assets and properties at a time and for a consideration that the advisor deems appropriate. To the fullest extent permitted by law, the directors shall have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor, with or without cause.

**ARTICLE VI  
OFFICERS**

**Section 1. Officers.**

The officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and Past President. Each elected officer shall be a member of the Board of Directors. No two offices may be held by the same person at the same time, unless determined otherwise by the Board; provided, however, the same person shall not simultaneously hold the office of President and Secretary.

**Section 2. Terms.**

The term of office for all officer positions is one (1) year and until their successors are duly qualified and appointed, except the Secretary and Treasurer, which are elected for two (2) years and until their successors are duly qualified and appointed. A director must serve at least one year on the Board to be eligible to serve as Secretary or Treasurer, unless qualified candidates are not available and are then approved by the Board of Directors.

To ensure that activities are maintained at the highest level of quality and consistency, a system progression will fill offices of Vice President, President, and Past President. The Vice President will be elected from the membership of the Board to an overall term of three (3) years and will advance through the offices as follows:

1. Serve first year as Vice President
2. Serve second year as President
3. Serve third year as Past President

**Section 3. President.**

The President shall preside at all meetings of the Association and of the Board. The President shall perform such other duties as may be assigned by the Association or by the Board and shall coordinate the work of the officers, directors, and committees of the Association in order that the purposes of the Association may be accomplished.

**Section 4. Vice President.**

The Vice President shall act as aide to the President and shall perform the duties of the President in the absence of the President. The Vice President shall perform tasks as assigned by the Board.

**Section 5. Secretary.**

The Secretary shall take the minutes during all meetings of the Association and of the Board. A review of the minutes submitted by the Secretary, shall be reviewed by the Board and the Executive Director and approved at the next Board meeting or as soon thereafter as is practical under the circumstances.

**Section 6. Treasurer.**

The Treasurer shall supervise the collection of all dues and fees from the members, account for all moneys received and expended for the use of the Association and supervise disbursements authorized by the Board. The Treasurer shall report at each meeting of the Board, and to the membership at the annual meeting, on the financial position of the Association.

1. The Board shall annually appoint an audit committee, which shall be comprised of the President, Vice President, Secretary, Immediate Past President and two members at large, unless determined otherwise by the Board.
2. An audit or review of the financial records of the Association may be conducted by a Certified Public Account at a minimum of every other year at the direction of the Board of Directors.

**Section 7. Past President.**

The Past President will serve as the Chairman of the Nominating Committee. Past President is a voting member of the Executive Committee.

**ARTICLE VII  
VOTING**

**Section 1. Number of Votes.**

Each eligible company member shall have one vote on each matter presented for a vote of the members of the Association. Each business entity that is a member shall designate one representative to cast its vote. Members shall vote to elect directors as provided in these Bylaws.

**Section 2. Quorum.**

Subject to provisions below regarding voting by ballot submitted to the members, when a membership meeting has been properly noticed, the members with voting rights present shall constitute a quorum for the transaction of business. A majority vote of members in good standing present at the meeting at which a quorum is present shall be sufficient to constitute an act of membership, unless a higher percentage is required herein or under applicable law.

**Section 3. Voting.**

Any action that is to be taken by vote of the Board or membership, and any proposition of the Board or the membership may be done via electronic transmission or other reasonable electronic or written means, or any combination of those methods as determined by the Board. If a member so requests in writing, a ballot may be sent by first class mail. Whenever a ballot is emailed to the Board or members, online voting must be completed within the time frame determined by the Board but otherwise in accordance with applicable law. It is the duty of directors and members to supply the Association with their respective current email address or other applicable contact information for notice and voting purposes. The Association is not responsible for transmission problems or equipment malfunctions on the sender or receiver's end. The proposition is deemed to have been approved or denied based upon a majority of the members who properly cast a vote on the proposition or matter submitted, unless otherwise expressly provided herein or in the proposition.

**ARTICLE VIII**  
***REGIONAL ASSOCIATION COUNCIL (RAC) REPRESENTATIVE***

**Section 1. Regional Association Council Representative.**

The Regional Association Council (RAC) Representative shall represent the Association in all matters between the Association and the Regional Association Council. The RAC representative must be a member of the Association and may attend all Board meetings. The RAC representative reports to the Board on all matters involving the RAC. The RAC representative is nominated by the President and must be approved by the Board.

**Section 2. Term of Office.**

The RAC representative shall serve for a two-year term beginning the next calendar year in January and otherwise until a successor is duly qualified and appointed. If at the end of the two-year term, the representative is serving as a RAC Board Member or PPAI Board Member representing RAC, then the term of office shall be extended to the end of that term. Also, in the event the RAC representative is elected to the RAC Board or PPAI Board, a second RAC representative may be appointed for a two-year term by the Association's Board.

**Section 3. Duties.**

The RAC representative is to represent the Association at all RAC functions and to report to the Board. The RAC representative shall attend at least three RAC meetings and/or trainings per year. If the RAC representative assumes any other office within the RAC, the representative will fulfill the duties of that position. Once elected, the RAC representative elect will attend all RAC functions with the current RAC representative to become familiar with the workings of the RAC.

#### **Section 4      Qualifications.**

The RAC representative must have served on the Board of the Association for a period of at least one year to be eligible to be elected to the position of RAC representative. If the RAC representative leaves the employ of a member firm and is not re-employed with a qualified member company within sixty (60) days, his/her position shall automatically terminate. If the RAC representative is in the employ of a member who is not a member in good standing, his/her position shall automatically terminate, if, after sixty (60) days, the new employer has not become a member in good standing of the Association.

In the event of the death, resignation, incapacity or disqualification of the RAC representative, the President of the Association will call for the election of a new RAC representative at the next regular board meeting. The newly elected RAC representative will serve the remainder of that year plus the next two years and until a successor is duly qualified and appointed.

### **ARTICLE IX ADMINISTRATION AND MANAGEMENT**

#### **Section 1.      Fiscal Year.**

The Association's fiscal year shall be January 1 through December 31.

#### **Section 2.      Executive Director.**

At the discretion of the Board, an Executive Director may be hired. This shall be a paid position and may be an employee or an independent contractor. The Executive Director manages and coordinates the functions and activities of the Association and is directly responsible to the Board. The Executive Director shall attend all meetings, be non-voting **and report the minutes at all Board meetings**. The Executive Director will be responsible for fulfilling the duties outlined in the job description as approved by the Board.

#### **Section 4.      Policies and Procedures.**

The Association shall endeavor to maintain a Policies and Procedures Manual which shall contain rules implementing these Bylaws. The Board shall approve changes to the Policies and Procedures Manual.

#### **Section 5.      Books and Records.**

The Association shall keep correct and complete books and records of account and complete minutes of the actions of its members, the Board, and any committee having authority of the Board, and a copy of such records shall be available at or from the Association's principal office. Membership records must be brought up to date at least once yearly and a list of members shall be maintained. The records of the Association shall be subject to review by legal counsel if requested by the Board. At the end of each fiscal year, the records, or portions thereof, of the Association may be submitted for review by a certified accountant for tax preparation.

Subject to the paragraph below, a individual director or officer or member of the Association on written demand stating the purpose of the demand, may inspect and copy at the director, officer, or member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the Association. The Board may establish reasonable fees and policies for copying or inspection of the Association's books and records requested. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies.

Pursuant to applicable law, and to protect the interests of the Association, the Board may require, as a condition precedent to any inspection or copying of confidential, proprietary, or trade secret books and records, that the director, officer or member requesting the records execute a Nondisclosure or Confidentiality Agreement relating to the nondisclosure of proprietary or confidential books and records inspected or copied.

If the Internal Revenue Service or other authority requires that copies of certain books and records of the Association be made available to the legitimate, requesting public, the Association will comply with such authority. Books and records available to the public for inspection or copying are not subject to the nondisclosure requirements, above. However, the Board may establish reasonable fees and policies for copying the Association's books and records requested by the public. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies.

## **Section 6. Contracts and Affiliated Transactions.**

The Board may authorize any officer or agent of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract, or to execute and deliver any instrument, in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. The contractual authority of the Executive Committee is limited to the President and the Executive Director, absent Board approval.

No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership or association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

- a. The material facts concerning the financial interests are disclosed to the Board or committee and the Board or committee authorizes the contract or transaction by

the affirmative vote of a majority of the disinterested directors or committee members.

- b. The contract or transaction is fair to the Association at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.
- c. The interested director or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested director or committee member may participate in the discussion of the matter, but may not vote.

## **Section 7. Ethics and Code of Conduct.**

### ***On conduct, Association members should:***

- 1. Maintain a high standard of professionalism, ethics, and integrity in business, civic and personal activities.
- 2. Commit to offering high-quality products and services.
- 3. Strive to assure satisfaction of all customers.
- 4. Honor career commitments and be dedicated to enhancing the image and knowledge of industry professionals.

### ***On commitment, Association members should:***

- 1. Support, promote and enhance the membership, policies, programs, and activities of the Association.
- 2. Pursue continuing education to achieve personal and career growth and to strengthen the promotional products industry.
- 3. Share knowledge, expertise and skills for the advancement and betterment of the promotional products industry.

The foregoing lists of ethical business concepts are not a standard of conduct and are not intended to dictate or control in any way, a member's proposed business model or initiatives. However, the Association believes the foregoing concepts, if voluntarily assumed by the members, will strengthen the promotional products industry and the mission of this Association.

## **ARTICLE X AMENDMENT OF BYLAWS**

### **Section 1. Amendment of Bylaws.**

These Bylaws may be amended, repealed, or altered, in whole or in part by two-thirds (2/3) vote of the Board provided the change is then submitted for ratification to the membership of the Association. Ratification shall be by two-thirds (2/3) vote of the members voting on the

proposition. Notice of Directors and Members shall state the proposed changes to be voted upon, or a summary thereof.

## **ARTICLE XI** ***INDEMNIFICATION***

### **Section 1. Indemnification.**

To the maximum extent allowed by and pursuant to the procedures set forth in Georgia law, and in accordance with Treasury Regulations governing the Association and upon good cause shown, the Association, by resolution of the Board, may indemnify a director, officer, committee member, member, employee, or agent of the Association if such individual was, is, or may be named defendant or respondent in any proceeding as a result of its, his or her actions or omissions within the scope of its, his or her official capacity in or for this Association. The Association may purchase and maintain at its expense, insurance on behalf of such persons to the fullest extent permitted by applicable law. Such indemnification shall not be permitted if same will result in private inurement or substantial private benefit contrary to this Association's existence as an exempt organization under Section 501(c)(6) of the Code.

## **ARTICLE XII** ***DISSOLUTION***

### **Section 1. Dissolution.**

Subject to the Association's Articles of Incorporation, as amended, and unless a greater percentage is required by law, the Association may be dissolved or merged with another association with the approval of two-thirds (2/3) of the members present and voting at a meeting called for the purpose of considering dissolution or merger, or by the approval of two-thirds (2/3) of the members voting by electronic transmission or other reasonable electronic or written means as provided for in these Bylaws.

At least thirty (30) days' notice must be given of the holding of such a meeting, or at least thirty (30) days' voting period must be given, and the notice shall state the question of dissolution or merger will be considered at the meeting or as part of the proposition and shall contain such other information as required by the Act or other law.

On dissolution or merger, assets remaining after all outstanding financial obligations are met, shall be distributed in a manner to be determined by the Board and in accordance with applicable Internal Revenue Service regulations governing the Association as an exempt organization under section 501(c)(6) of the Code. Upon dissolution, all Association assets shall be distributed to an organization qualified as exempt from taxes under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), that serves similar purposes as the Association. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations (or to the federal

government, or to a state or local government, for a public purpose), as said court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE XIII** ***NOTICES AND MEETINGS***

#### **Section 1. Notices.**

Any notice required or permitted by the Bylaws to be given to a member, director, officer, or committee member of the Association, or any other person entitled to notice pursuant to these Bylaws, may be given in any manner allowed by the Act or these Bylaws. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Association, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or electronic transmission, the person giving notice shall retain records sufficient to prove delivery to the appropriate number of electronic transmission address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice shall give notice by electronic transmission (including e-mail), unless prohibited by law.

#### **Section 2. Signed Waiver of Notice.**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the governing documents (Articles of Incorporation, etc.) or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

#### **Section 3. Waiver of Notice by Attendance.**

The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **Section 4. Meeting by Electronic Means.**

The Board and any committee of the Association may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear or otherwise substantially concurrently communicate with each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

#### **Section 5. Voting by Proxy.**

No proxy voting is permitted.

**ARTICLE XIV**  
**MISCELLANEOUS**

**Section 1. Legal Authorities Governing Construction of Bylaws.**

The Bylaws shall be construed in accordance with the laws of the State of Georgia, without regard to conflict of law principles. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**Section 2. Legal Construction.**

If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

**Section 3. Headings.**

The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

**Section 4. Gender.**

Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

**Section 5. Power of Attorney.**

A person may execute any instrument related to the Association by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Association to be kept with the Association records.

**Section 6. Parties Bound.**

The Bylaws shall be binding upon and inure to the benefit of the directors, officers, committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

**Section 7. Electronic Transmission**

To the fullest extent permitted by the Act and other law, including the Georgia Uniform Electronic Transactions Act, electronic signatures (such as e-mail) of members, Board members,

officers and committee members, as between each other or each of them and the Association, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless the context of the situation clearly requires otherwise or any such individual submits a written refusal to conduct any or certain transactions by electronic means.

**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, hereby certify that I am the acting secretary of said Association and that the foregoing Amended and Restated Bylaws, comprised of \_\_\_\_\_( ) pages, constitute the Bylaws of said Association as duly accepted and adopted by the Association’s Board of Directors held on \_\_\_\_\_, and later approved or ratified by the members of the Association on \_\_\_\_\_.

\_\_\_\_\_ [Date]

\_\_\_\_\_  
[Signature]

\_\_\_\_\_  
[Print]